



103261425

attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

Healthcare Dimensions, Inc.

- Individuals
- Association
- General Partnership
- Limited Partnership
- Corporate-State Arizona
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: March 31, 2006

2. Name and address of receiving party(ies):

Name: AXIA Health Management, Inc.

Internal Address:

Street Address:

9280 S. Kyrene Road  
Suite 134

City: Tempe State AZ ZIP 85284

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  yes  no  
(Designation must be a separate document from assignment) Additional name(s) & address(es) attached?  yes  no

4. Application number(s) or patent number(s):

A. Trademark Application No(s)

None

06/20/2006 DBYRNE 00000222 2086072

01 FC:8521  
02 FC:8522

( 40.00 OP  
75.00 OP ) Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

- 1. 2,086,072 (8/5/97)
- 2. 2,607,937 (8/13/02)
- 3. 1,824,663 (3/1/94)
- 4. 2,674,857 (1/14/03)

Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Judy Radoccia

Internal Address: Edwards Angell Palmer & Dodge LLP

Street Address: 111 Huntington Avenue

City: Boston State MA ZIP 02199

6. Total number of applications and registrations involved ..... 4

7. Total fee (37 CFR 3.41)..... \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Judy Radoccia

Name of Person Signing

Signature

June 19, 2006

Date

Total number of pages including cover sheet, attachments, and documents

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

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# Delaware

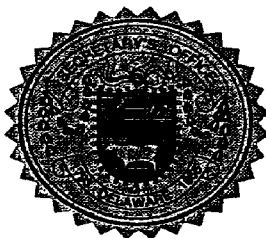
PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEALTHCARE DIMENSIONS, INC.", AN ARIZONA CORPORATION, WITH AND INTO "AXIA HEALTH MANAGEMENT, INC." UNDER THE NAME OF "AXIA HEALTH MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 12:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4637292

4133461 8330

060308035

DATE: 03-31-06

TRADEMARK  
REEL: 003355 FRAME: 0353

# Delaware

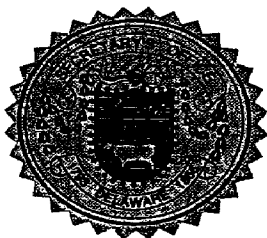
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEALTHCARE DIMENSIONS, INC.", AN ARIZONA CORPORATION, WITH AND INTO "AXIA HEALTH MANAGEMENT, INC." UNDER THE NAME OF "AXIA HEALTH MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 12:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4133461 8100M

060306471

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4637281

DATE: 03-31-06

TRADEMARK  
REEL: 003355 FRAME: 0354

CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEALTHCARE DIMENSIONS, INC.

(an Arizona corporation)

into

AXIA HEALTH MANAGEMENT, INC.

(a Delaware corporation)

It is hereby certified that:

1. AXIA Health Management, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Healthcare Dimensions, Inc., which is a business corporation of the State of Arizona.
3. The laws of the jurisdiction of organization of Healthcare Dimensions, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Healthcare Dimensions, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on March ~~25~~, 2006 by the Board of Directors of the Corporation to merge the said Healthcare Dimensions, Inc into the Corporation:

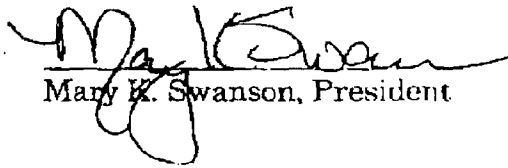
RESOLVED that acting under the provisions of Chapter 1, Subchapter IX, Section 253 of the General Corporation Law of the State of Delaware, and of Title 10, Section 1104 of the Arizona Revised Statutes, AXIA Health Management, Inc. hereby merges Healthcare Dimensions, Inc., an Arizona corporation and a wholly-owned subsidiary of the Corporation, into itself and assumes all of its obligations.

RESOLVED that the merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, and of Articles of Merger with the Secretary of State of the State of Arizona.

Executed on March 29, 2006

AXIA HEALTH MANAGEMENT, INC.

By:

  
Mary K. Swanson, President

# 3648834\_v1

# STATE OF ARIZONA



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Office of the  
**CORPORATION COMMISSION**

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TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

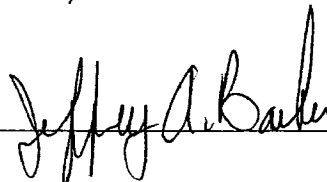
I, BRIAN C. MCNEIL, EXECUTIVE DIRECTOR OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE RECORDS IN THIS OFFICE SHOW THAT ON THE 31<sup>ST</sup> DAY OF MARCH 2002, HEALTHCARE DIMENSIONS, INC., MERGED WITH AND INTO AXIA HEALTH MANAGEMENT, INC., (NO RECORD), THE SURVIVOR AS PROVIDED BY LAW.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, Capital, this 17 Day of APRIL, 2006 A.D.



  
Executive Director

By: \_\_\_\_\_



TRADEMARK

REEL: 003355 FRAME: 0357

AZ CORPORATION COMMISSION  
FILED

MAR 31 2006

FILE NO. M-1275992-0

ARTICLES OF MERGER

OF

HEALTHCARE DIMENSIONS, INC. (-0245464-3)

AND

AXIA HEALTH MANAGEMENT, INC. (M-1275992-0) (NO RECORD)  
(SURVIVOR)

To the Arizona Corporation Commission  
of the State of Arizona

Pursuant to the provisions of the Chapters 1 through 17 of Title 10, Arizona Revised Statutes, governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Arizona, and which is subject to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, is Healthcare Dimensions, Inc.
2. The name of the surviving parent corporation, which is a business corporation organized under the laws of the State of Delaware is AXIA Health Management, Inc.
3. The number of outstanding shares of Healthcare Dimensions, Inc. is 9,632,750, all of which are of one class, and all of which are owned by AXIA Health Management, LLC.
4. Shareholder approval was not required.
5. The laws of the jurisdiction of organization of AXIA Health Management, Inc. permit a merger of a Arizona wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of Healthcare Dimensions, Inc. into AXIA Health Management, Inc. is in compliance with the laws of the jurisdiction of organization of AXIA Health Management, Inc.
6. The address to which the Arizona Corporation Commission may forward a copy of any process served on it is 506 Plain Street, Suite 105, Marshfield, MA 02050.

<sup>7</sup> B. The effective time and date in the State of Arizona of the merger herein provided for shall be upon filing.

Executed on March <sup>29</sup>, 2006

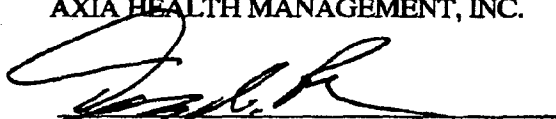
HEALTHCARE DIMENSIONS, INC.



Name of Officer: Mary K. Swanson

Title of Officer: President

AXIA HEALTH MANAGEMENT, INC.



Name of Officer: Douglas D. Byrd

Title of Officer: Secretary

<sup>8</sup> H. AXIA Health Management, Inc. does hereby agree that it may be served in any proceeding for the enforcement of any obligation of Healthcare Dimensions, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of Healthcare Dimensions, Inc. against AXIA Health Management, Inc.; does hereby irrevocably appoint the Arizona Corporation Commission as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Healthcare Dimensions, Inc. the amount, if any, to which they shall be entitled under the provisions of the General Corporation Law of the State of Arizona with respect to the rights of dissenting shareholders.



## PLAN OF MERGER

The following is the Plan of Merger for merging Healthcare Dimensions, Inc. into AXIA Health Management, Inc. as approved by resolution of the Board of Directors of AXIA Health Management, Inc.

1. AXIA Health Management, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Healthcare Dimensions, Inc., which is a business corporation of the State of Arizona and the subsidiary corporation, hereby merges Healthcare Dimensions, Inc. into AXIA Health Management, Inc. pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes and pursuant to the provisions of the laws of the jurisdiction of organization of AXIA Health Management, Inc.

2. The separate existence of Healthcare Dimensions, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes; and AXIA Health Management, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.


3. The issued shares of Healthcare Dimensions, Inc. shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Healthcare Dimensions, Inc. and of AXIA Health Management, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

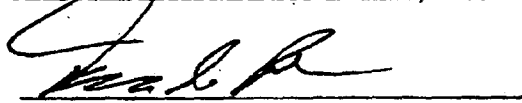
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Executed on March 28, 2006


HEALTHCARE DIMENSIONS, INC.

  
Name of Officer: Mary K. Swanson  
Title of Officer: President

AXIA HEALTH MANAGEMENT, INC.

  
Name of Officer: Douglas D. Byrd  
Title of Officer: Secretary

AXIA HEALTH MANAGEMENT, LLC

  
Name of Officer: Hugh H. Lytle  
Title of Officer: President

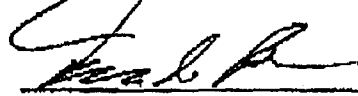
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Executed on March 28, 2006

HEALTHCARE DIMENSIONS, INC.

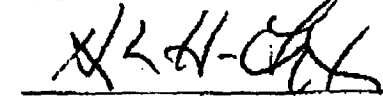
Name of Officer: Mary K. Swanson  
Title of Officer: President

AXIA HEALTH MANAGEMENT, INC.



Name of Officer: Douglas D. Byrd  
Title of Officer: Secretary

AXIA HEALTH MANAGEMENT, LLC



Name of Officer: Hugh H. Lytle  
Title of Officer: President

# 3642563\_v1

STATE OF MARYLAND  
NOTARY PUBLIC  
I, \_\_\_\_\_, do hereby certify that the foregoing is a true and correct copy of the original as shown to me by \_\_\_\_\_, Secretary of the State of Maryland.  
Notary Public

